

**WAKEFIELD REGIONAL CHRISTIAN SCHOOL  
ASSOCIATION INC.**

**MEMORANDUM OF ASSOCIATION**

**I. NAME**

The name of the Association is the Wakefield Regional Christian School Association (herein after called "the Association") therefore assisting parents to fulfill their educational responsibility.

**II. OBJECT**

God has given parents the responsibility to nurture and educate their children in the instruction of the Lord. (Prov. 22:6) (Eph. 6:1-4). By establishing and maintaining a Christian school in South Australia, we aim to lead the child/children to an understanding of the truth, to attain knowledge and wisdom, and to offer his/her competent and responsible service to God and the community, (Eph. 2:10) (Prov. 2:6) therefore assisting parents to fulfill their educational responsibility.

**III. BASIS**

The education principles by which the Association is guided in all its activities and transactions are formulated in the following Educational Creed:

**EDUCATIONAL CREED**

**THE APOSTLES CREED**

We believe in God, the Father almighty,  
creator of heaven and earth.

We believe in Jesus Christ, his only Son,  
our Lord.

He was conceived by the power of the Holy Spirit  
and born of the Virgin Mary.

He suffered under Pontius Pilate,  
was crucified, died, and was buried.

He descended to the dead.

On the third day he rose again.

He ascended into heaven,  
and is seated at the right hand of the  
Father.

He will come again to judge the living and  
the dead.

We believe in the Holy Spirit,  
the holy catholic Church,  
the communion of saints,  
the forgiveness of sins,  
the resurrection of the body,  
and the life everlasting.

## LIFE

In obedience to Christ we attempt to link all aspects of life with the divine commandment to love the Lord with all our heart, soul and mind, and our neighbor as ourselves. (Matt. 22:37-39). God calls us to serve him and requires from us that we educate our children in the knowledge of the Lord. (Deut. 6:5-9).

## THE BIBLE

The Bible is the written Word of God and the power of God for salvation. (2Tim. 3:16-17) (Rom. 1:16) The Bible is the truth that guides our understanding and the only infallible authority for all our activity - including the education of our children. (Isaiah 40:8)

## GOD and CREATION

God has created all things, (Gen. 1:1-2) both seen and unseen, (Col. 1:16) by his Word (John 1:1-3) and Spirit.

## MAN

Man was created in the image of God (Gen. 1:26-30) to enjoy a full relationship (John 10:10) with his creator and was instructed to exercise authority over the world in loving obedience to God. He was to reflect in himself and by his actions the excellence of his maker. (Eph. 2:10)

## SIN

By disobeying God's law, man deserted his office separating himself from God and bringing the curse of sin and death upon all creation. (Gen. 3) (Rom. 5:12) As a result, man became blind to the true meaning of life and has misused and repressed the knowledge of God which confronts him in creation and scripture.

## CHRIST

The Christ of the Bible, the Word of God expressed in a man, (Philip. 2:6-8) redeems our life in its entirety. Through him alone God has graciously restored us to a right relationship with himself and creation. (John 3:16) (Rom. 8:2)

## SCHOOL

The school community is a corporate functioning body of parents, teachers and students, where the authority and responsibility of parents is recognized along with the expertise of the teaching staff. The authority of the teacher over the students is upheld by the whole school community and is exercised for the effective education of the students within the limits of the special task of the school. (Eph. 4:16) In the school, Christ is honored by prayer and study of the bible, and where all subjects are taught by the light of God's Word.

## ARTICLES OF ASSOCIATION

### IV. POWERS

The Association shall have power:

- a. To construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Association.

- b. To vest any real or personal property, rights or interest acquired by or belonging to the Association, in any Association on behalf of or for the benefit of the Association and with or without any declared trust in favour of the Association.
- c. To borrow or raise money in such manner and on such terms as the Directors shall think fit and in particular upon bonds or mortgages or other securities and charged or not charged upon the whole or any of the undertaking property assets and rights of the Association both present and future or upon Bills of Lading, Bills of Sale, Promissory Notes or other obligations or without any such security upon such terms and in such manner as the Directors may think fit.
- d. To receive money on deposit from any person, firm or company for such periods and upon such terms and conditions as the Directors may think fit and grant deposit receipts or other obligations therefore.
- e. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Association.
- f. To open any account or accounts in any Bank as may be required from time to time and draw, make accept, endorse, discount, execute, and issue Promissory Notes, Bills of sale, Bills of Lading, warrants and other negotiable and transferable instruments.
- g. To invest and deal with the moneys of the Association not immediately required upon such securities and investments including shares in other companies and generally in such manner as may from time to time be determined.
- h. To give options over and sell the property and undertaking of the Association or any part thereof for such considerations as the Association may think fit and in particular for shares, debentures or securities of any company having objects altogether or in part similar to those of this Association to promote any other company or Association. For the purpose of acquiring all or any of the property rights and liabilities of this Association and for any other purpose which may seem directly or indirectly to benefit this Association.
- i. To insure against losses, damages, risks and liabilities of all kinds which may effect the Association or its servants or its properties and to pay premiums on any such insurance.
- j. To appoint, engage, employ, suspend, remove, dismiss and again appoint all teachers, solicitors, managers, secretaries, accountants, clerks or other servants of the Association as shall be required either for permanent, temporary or special purposes as from time to time may be deemed necessary for the proper working of the Association and upon such terms in all respects as may be thought proper and to determine their respective salaries or emoluments and duties and to acquire such security in such instances and to such amounts as may be thought fit for the proper and efficient discharge of their duties respectively.
- k. To appoint from time to time either with full or restricted powers of sub-delegation and with or without remuneration such agents or attorneys on such terms and with such powers as may be deemed obedient.

- l. To transfer or otherwise cause to be vested in any company person or persons to be held in trust for the Association or on such trusts for working, developing or disposing of the some as may be considered expedient any property or other assets or business which the Association is authorized to acquire or carry on.
- m. To expend money for any of the above objects and to do all such other acts, matters and things as are or may appear to the Directors to be incidental or conducive to the attainment of the above objects or any of them or any objects of a like or similar nature.
- n. To lend money either with or without security and generally to such persons and upon such terms and conditions as the Association may think fit and in particular to persons undertaking to build on or improve any property in which the Association is interested and to tenants, builders and contractors.

## V. MEMBERSHIP

- a. Membership is open to any person eighteen years or over who is in agreement with:
  - (i) The Object for which the Association is established.
  - (ii) The principles as outlined in the Educational Creed, and whose application in writing to become a member is accepted by the Board of Directors.
  - (iii) Who is actively worshipping in a Church which is in agreeance with the Association's Object and Basis.
- b. Membership shall be subject to the payment of such annual membership fee as shall be determined by the Board of Directors from time to time, and the return of the Annual Church Attendance form.
- c. Any member whose conduct is such as shall in the opinion of the Board of Directors be contrary to the character or interest of the Association or the principles and objects of the Association may be expelled by the Board of Directors provided always that one week before the meeting of the Board of Directors at which the resolution for the member's expulsion is to be proposed, the member shall be given written notice of such meeting and what conduct is alleged against him/her and of the intended resolution for his/her expulsion and provided further that such member shall at the meeting at which a resolution for the member's expulsion is to be proposed be given an opportunity to give orally or in writing any explanation or defense he/she may think fit and if after the hearing of such explanation or defense the Board of Directors pass the resolution for the member's expulsion then the member shall have ceased to be a member, the expelled member then has the option of appeal to a general meeting of members.  
If a majority of members are of the opinion that the member has been guilty of conduct which is contrary to the character or interest of the Association or the principles and objects of the Association and the member has failed to justify or explain his/her conduct satisfactorily the members appeal shall have failed, but if the said general meeting of members find that the member is either not guilty of such conduct or has justified or explained his/her conduct satisfactorily, his/her expulsion shall be annulled.

## VI. GENERAL MEETINGS

- a. Once at least in every calendar year and not more than fifteen months after the holding of the preceding Annual General Meeting there shall be held an Annual General Meeting of the members of the Association. The place and time (subject as aforesaid) at which the above meeting shall be held be such as the Board of Directors shall from time to time determine.
- b. The above mentioned general meetings shall be called ordinary general meetings, all other general meetings shall be called extraordinary meetings.
- c. An extraordinary meeting of the Association shall be called by the Board of Directors if required in writing by not less than one tenth of the voting members.

## VII. NOTICE OF GENERAL MEETINGS

Every general meeting shall be convened by the secretary. Fourteen days notice in writing of every general meeting shall be given to every member, stating the time of the meeting and the nature of the business to be transacted.

No business other than that set out in the notice convening the meeting shall be transacted at any general meeting.

Any member desiring to bring forward any business may give notice thereof in writing to the secretary who there upon shall include same in the notice calling the next general meeting.

## VIII. PROCEEDINGS OF GENERAL MEETINGS

- a. The Association members present at the general meeting or by proxy vote shall elect
  - (i) Directors to the number needed to fill the vacancies.
  - (ii) An Auditor and public Officer for the persuing year.
- b. Special business at any general meeting. A member may only move a resolution not previously approved by the Board if he/she has given in writing notice of intent and a copy of the proposed resolution to the Secretary not less than 21 days prior to the meeting.
- c. Quorum at general meetings: At general meetings one quarter of the members for the time being present in person shall constitute a quorum and if within twenty minutes from the time appointed for the meeting a quorum is not present the meeting shall be dissolved. In any other case, the meeting shall stand to the same day in the next week at the same time and place and at such adjourned meeting those present shall form a quorum for all purposes.
- d. At every meeting, resolutions shall be decided by a show of hands or in such other manner as the chairperson of the meeting shall think fit.

- e. Chairperson of meeting: The Chairperson and in his/her absence, the Vice-Chairperson shall preside at every general meeting of the Association. If the Chairperson or Vice-Chairperson are absent or unwilling to act, the members present shall elect a person to preside as chairperson.
- f. Adjournment: The Chairperson may with the consent of the meeting, adjourn any meeting from time to time, but no business shall be transacted by any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- g. Division: At any general meeting, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minute-book of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution, provided that any three members may be standing up call for a division, which shall there upon be taken without further debate.
- h. In the case of an equality of votes, whether on show of hands, or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote.
- i. A poll demanded on the election of a chairperson, or on a question of adjournment shall be taken forthwith. A member at any time is able to move "that the motion be now put" or "not put".

## IX. VOTES OF MEMBERS

- a. Every member shall have one vote.
- b. No member, who shall have been advised in writing by the Board of Directors that he is unfinancial, or that he has not returned the Annual Church Attendance form, shall be entitled to vote.
- c. Voting by proxy:
  - (i) Voting by proxy is allowed at any general meeting or special meeting for the election of Directors, and motions foreshadowed on the agenda, but not allowed for the election of positions where nominations are taken at the meeting, or on amendments to motions made at meetings.
  - (ii) The instrument appointing a proxy, shall be in writing under the hand of the appointee. The recipient of a proxy shall be a member of the Association.
  - (iii) The instrument appointing a proxy is handed to the secretary or appointed officer prior to the commencement of such meeting.
  - (iv) The instrument appointing a proxy may be in any form approved by the Directors.

## X. BOARD OF DIRECTORS

- a. The number of directors shall be determined by the members as may be required from time to time, but shall not be less than four. Each committee of the Board shall be represented by a Director.
- b. The election of Board members shall take place in the following manner:
  - (i) Any two members of the Association, shall be at liberty to nominate any other member to serve on the Board.
  - (ii) The name of each member so nominated together with the names of proposer and seconder shall be sent in writing to the secretary of the Association at least fourteen days before the Annual General Meeting.
  - (iii) Each member present at the annual meeting shall be entitled to vote for as many members so nominated as aforesaid as there are vacancies to be filled and no more. Members so nominated up to number of vacancies who shall receive most votes shall be declared elected (providing those votes amount to 75% or more of voting members present) and in the case of two or more such members receiving an equal number of votes shall be determined by lot.
- c. Any vacancy in the Board of Directors occurring in the number of the Board of Directors between annual general meetings may be filled by another member appointed by the remaining Board of Directors notwithstanding that their number is reduced by such vacancies below the minimum.
- d. Members of the Board shall vacate their seats if they:
  - (i) Resign.
  - (ii) Cease to be a member of the Association.
  - (iii) Absent themselves from three or more consecutive meetings of the Board without permission of the Board,
  - (iv) Declared unfit to hold a position as a Director by a majority of the Directors present at a Board meeting. The outgoing Director, has the option of appeal to a general meeting of members. If a majority of members present at the said general meeting of members are of the opinion that the Director is unfit to hold a position as Director on the Board of the Association, the Director's appeal will have failed, but if the said general meeting of members find that the Director is fit to hold office as a Director on the Board of the Association, he/she shall continue as a Director on the Board for the full term of his/her office.
  - (v) Become an employee of the Association more than casual or short term.
  - (vi) Have a spouse who becomes a member of the Horizon Christian School leadership team for a period greater than three (3) months or one (1) school term.

- e. At the Annual General Meeting, one third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one third, shall retire from office. No Director shall remain in office for longer than a three year term without being re-elected.
- f. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- g. At the first only Annual General Meeting of the Association one third of the Directors shall retire in accordance with article X (e).
- h. A member is only eligible for two consecutive terms on the Board after which there is to be a full year before being eligible for re-election.
- i. Any person or persons appointed to fill a casual vacancy in the Board of Directors shall be subject to retirement at the same time as if he/she had become a Director on the day of which the Director in whose place he/she is appointed was last elected a Director.
- j. The Directors shall have power, at any time, to appoint a person as an additional Director who shall retire from office at the next following ordinary general meeting, but shall be eligible for election by the Association at the meeting as an additional Director.
- k. The staff of the school in the Association, shall appoint a representative to the Board of Directors as follows (excluding the Principal).
  - (i) Less than twelve full-time staff - no representatives.
  - (ii) More than twelve - one representative.
  - (iii) The staff representatives must be members of the Association, but will have no voting power at the meeting of the Directors.
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  - (i) That spouses of Horizon Christian School staff who are members of the leadership team (Principal, Business Manager, Assistant Principals, Coordinators) are ineligible for election to the Governing Board.
  - (ii) That the Board may second to its membership by way of filling a casual vacancy Association Members who have spouses who are members of the Horizon Christian School leadership team in accordance with articles (c) and (j) provided that either of the following conditions apply:
    - That the Board appoint an Association Member to a casual vacancy that lasts up to a maximum duration of three (3) months or one (1) school term.
    - That the Board appoint an Association Member to a casual vacancy provided their spouse's leadership position lasts up to a maximum duration of three (3) months or one (1) school term.

## XI. PROCEEDINGS OF DIRECTORS



- a. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a casting vote. Two Directors may at any time summon a meeting of Directors.
- b. The quorum necessary for the transactions of the business of the Directors shall be at least four or no less than half of the total number of Directors from time to time, whichever is the greater.
- c. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Association as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Association, but for no other purpose.
- d. The Directors may elect a Chairperson, Vice Chairperson, Secretary, Treasurer and any other office bearer deemed necessary from within the Board, and determine the period for which they will hold office.
- e. The Board of Directors shall perform the following duties:
  - (i) Determine school policies in harmony with the Memorandum and Articles of this Association and in accordance with Association decisions.
  - (ii) Devise ways and means for obtaining necessary funds for operating any school and determine how these funds shall be distributed.
  - (iii) Propagate the cause of Christian Education in the community by means of public meetings, and the printing and publishing of such newspapers, periodicals, books, leaflets, and other documents as the Directors think fit.
  - (iv) Assure itself of the faithful carrying out of the school's educational program and policies.
  - (v) With regard to professional staff:
    1. The Principal and Teachers shall be appointed by the Directors after a careful consideration of their spiritual, academic and physical qualifications. They shall be appointed for such terms and with such salary and other conditions as the Directors may determine.
    2. All members of the teaching staff must declare their unconditional agreement with the Basis and Object of the Association; they must be actively worshipping in a church which is in agreeance with the "Educational Creed", must be spiritually sound in their teaching and must lead exemplary lives.
    3. All teachers as well as the Board shall abide by the terms of the contract entered into by both parties. The terms of such contract become null and void when either party fails to abide by these terms. The Board has the authority to dismiss a staff member who proves to be unfit for the work because such teacher's instruction or personal life conflicts with the Basis and Object of the Association.

4. A course of study outlining the work for each year level shall be prepared by the Principal in collaboration with the teaching staff. After approval by the Board, such course of study shall govern all instruction in the school.
  5. The school term shall be determined by the Board and such holidays and vacations shall be allowed as may be decided upon by the Board.
- f. The Director of any individual committee as approved by the Board is allowed to form a committee of members and parents of school students. Any committee so formed shall conform to any regulations that may be imposed on them by the Directors.
  - g. The committee may elect a Chairperson of its meetings, if no such Chairperson is elected or if at any meeting the Chairperson is not present, the members present may choose one of their number to be Chairperson of the meeting.

## XII. MINUTES

The Directors shall cause minutes to be made in books provided for the purpose:

- (a) Of all appointments of Chairman, Vice Chairman, Secretary, Treasurer, Public Officer and any other appointments as the Directors see fit as from time to time.
- (b) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors.
- (c) Of all resolutions and proceedings at all meetings of the Association.
- (d) Of the names of nominees and appointees for Director, Counselor, Members of Staff etc.

## XIII. THE SEAL

The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a Committee of Members of the Board, authorized by the Board on that behalf, and every instrument to which the seal is affixed shall be signed by a Member of the Board and shall be countersigned by the Secretary or by a second Member of the Board or by some other person appointed by the Board for the purpose.

## XIV. ACCOUNTS

- a. The Directors shall cause proper accounts to be kept with respect to:
  - (i) All sums of money received and expended by the Association and the matter in the respect of which the receipt and expenditure takes place.
  - (ii) All sales and purchases of goods by the Association.

- (iii) The assets and liabilities of the Association.
- b. The accounts shall be kept at such place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
- c. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any rights of inspecting any account or book or document of the Association unless authorized by the Directors or by the Association in general meeting.
- d. At every annual meeting, the Board of Directors shall lay before the Association a profit and loss or income and expenditure account and a balance sheet containing a summary of the property and liabilities of the Association made up to date not three months prior to the date of the meeting.
- e. If a surplus shall arise in any year from the operations of the Association, then no part of such surplus shall be paid or credited to any member or members, but shall be applied solely and exclusively to carry out objects of the Association in accordance with regulations.

#### XV. AUDIT

- a. Once at least every year, the accounts of the Association shall be examined and the correctness of the accounts and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- b. The Association shall at the first annual meeting of the Association appoint an Auditor or Auditors of the Association and such Auditor or Auditors shall hold office until the next general meeting of the Association.
- c. The remuneration of the Auditors shall be fixed by the Board of Directors.
- d. First Auditor or Auditors may be appointed by the Board of Directors and if so appointed, shall hold office until the first annual meeting, unless previously removed by resolution of the members in general meeting.
- e. The Auditors shall at all times have access to the books and accounts of the Association and they may in relation thereto examine the Board members or other officers of the Association.

#### XVI WINDING UP

If upon the winding up of the Association, there remains after the satisfaction of all its debts and liabilities, any property or moneys whatsoever, the same shall not be paid to, or distributed amongst the members of the Association, but the same shall be give or transferred to the National Union of Christian Education National Limited, or such body meeting all requirements of section 78 (1) (a) of the income tax assessment act, or in the

discretion of the Board of Directors at or before the time of dissolution to any other institute or institutions, whether incorporated or not having objects similar to the objects of this Association.

#### XVII. AMENDMENTS

Subject to the aforesaid, this Memorandum and Articles of Association may be altered or amended only by agreement of seventy five percent of those members, including members represented by proxy, present and voting at a general meeting of the Association, of which not less than fourteen days notice of the proposed amendment or alteration has been given.